MECORDATION NO. 24685-B_{FILED}

JAN 0 3 '05 3-16 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW 1050 SEVENTEENTH STREET, N.W. Strite 301

Washington, D.C.

20036

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

(202) 393-2266 FAX (202) 393-2156 E-MAIL alvordlaw@aol.com

January 4, 2005

SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A LESTER

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of November 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement being filed with the Board under Recordation Number 24685.- A.

The names and addresses of the parties to the enclosed document are:

Lessor:

Fleet Capital Corporation

One Financial Plaza

Providence, Rhode Island 02903

Lessee:

The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537

Mr. Vernon A. Williams January 4, 2005 Page 2

A description of the railroad equipment covered by the enclosed document is:

15 boxcars: GNWR 98000 - GNWR 98011 and GNWR 98019 - GNWR 98021.

A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm Enclosures

RECORDATION NO. 24685-BRED

JAN 0 3 '05

3-16 PM

SURFACE TRANSPORTATION BOARD



FILED AND RECO	ORDED WITH THE SURFACE TRANSPORTATION BOARD On:
And	At:
2004 by and between Fleet Capital Corporation, a F	TPMENT LEASE AGREEMENT dated as of November 1, Rhode Island corporation ("Lessor") and The Andersons, Inc, an ates to Lease Schedule No. 33199-00020 thereof (together, the
WIT	NESSETH:
Pursuant to the Lease, Lessor has from the Lessor, 15 Railcars bearing the Reporting Schedule A attached hereto.	s agreed to lease to Lessee, and the Lessee has agreed to lease Marks/Running Numbers and Serial Numbers set forth on the
2. The Lease shall be effective as of as defined in the Lease.	the date set forth below and shall be subject to the Lease Term,
IN WITNESS WHEREOF, the Lessor Equipment Lease Agreement to be signed and seale et forth below.	and the Lessee have caused this Memorandum of Mastered by their respective duly authorized signatories as of the date
Dated as of: November 1, 2004	
	•
Lessor: LEET CAPITAL CORPORATION	Lessee: THE ANDERSONS, INC.
	·
Ву:	By: Crewy Smith
Name:	Name: Gary Smith



EU EN ANN BECORNEN	WITH THE SURFACE TRANSPORTATION BOARD
FILED AIND RECORDED	On:
And airen	At:
And given i	Recordation No.:
MEMORANDUM OF MASTER EQUIPMENT by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessee"), as such agreement relates to Lea "Lease").	
XX	O P.T.II.
WITNES	SSETH:
 Pursuant to the Lease, Lossor has agreed from the Lessor, 15 Railcars bearing the Reporting Marks Schedule A attached hereto. 	I to lease to Lessee, and the Lessee has agreed to lease Running Numbers and Serial Numbers set forth on the
2. The Lease shall be effective as of the date as defined in the Lease.	e set forth below and shall be subject to the Lease Term,
IN WITNESS WHEREOF, the Lessor and the Les Lease Agreement to be signed and sealed by their respectively.	see have caused this Memorandum of Master Equipment tive duly authorized signatories as of the date set forth
Dated as of: November 1, 2004	
Lessor:	Lessee:
FLEET CAPITAL CORPORATION	THE ANDERSONS, INC.
By: Gatria Speck - Order	Ву:
Detricio Contato est	ł.
Vice President	Name:
Title:	Title:
5. CREDIT_DOCS/THE ANDERSONS, INCIDOCUMENTATION/33199-20 (MISSISSIPPI)/ME	MORANDUM OF LBASE 19 DOC

STATE OF: Ohio	SS.
COUNTY OF: Lucas	33,
On December 30, 2004 before me, Cathy L. (Noi	Redford tory Name and Title)
personally appeared Gary Smith, Vice President, Finan	nce personally known to me (or
proved to me on the basis of satisfactory evidence) to be the	e person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me th	nat he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/the	eir signature(s) on the instrument

the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Signature:



14:34

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Momorandum of Master Equipment Lease Agreement

with:

THE ANDERSONS, INC.

60' 100 ton Used Boxcar	GNWR 98000
60' 100 ton Used Boxcar	GNWR 98001
60' 100 ton Used Boxcar	GNWR 98002
60' 100 ton Used Boxcar	GNWR 9803
60' 100 ton Used Boxcar	GNWR 98004
60' 100 ton Used Boxcar	GNWR 98005
60' 100 ton Used Boxcar	GNWR 98006
60' 100 ton Used Boxcar	GNWR 98007
60' 100 ton Used Boxcer	GNWR 98008
60' 100 ton Used Boxcar	GNWR 98009
60' 100 ton Used Boxcar	GNWR 98010
60' 100 ton Used Boxcar	GNWR 98011
60' 100 ton Used Boxcar	GNWR 98019
60' 100 ton Used Boxcar	GNWR 98020
60' 100 ton Used Boxcar	GNWR 98021

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION	THE ANDERSONS, INC.
By: Gatricia. Smith then	Ву:
Name: Patricia Smith-Disu	Name:
Vice President	
Title:	Title:

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

NECORDATION NO. 24685-B_{FH.ED}

JAN 0 3 '05 3-16 PM

ALVORD AND ALVORD ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

Washington, D.C.

20036

(202) 393-2266 FAX (202) 393-2156

E-MAIL alvordlaw@aol.com January 4, 2005

SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A LESTER

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

ELIAS C. ALVORD (1942) ELLSWORTH C. ALVORD (1964)

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The enclosed document relates to the Memorandum of Assignment of Lease Agreement being filed with the Board under Recordation Number 24685.- A.

The names and addresses of the parties to the enclosed document are:

Fleet Capital Corporation Lessor:

One Financial Plaza

Providence, Rhode Island 02903

The Andersons, Inc. Lessee:

480 West Dussel Drive Maumee, Ohio 43537

Mr. Vernon A. Williams January 4, 2005 Page 2

is:

A description of the railroad equipment covered by the enclosed document

15 boxcars: GNWR 98000 - GNWR 98011 and GNWR 98019 - GNWR 98021.

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Very truly yours,

Robert W. Alvord

RWA/anm Enclosures

RECORDATION NO. 24685-BRED

JAN 0 3 '05

3-16 PM

SURFACE TRANSPORTATION BOARD



FILED AND RECO	ORDED WITH THE SURFACE TRANSPORTATION BOARD
	On:
A	At:
And	d given Recordation No.:
MEMORANDUM OF MASTER EOU	IPMENT LEASE AGREEMENT dated as of November 1,
2004 by and between Fleet Capital Corporation, a I	Rhode Island corporation ("Lessor") and The Andersons, Inc. an
Ohio corporation ("Lessee"), as such agreement rel	ates to Lease Schedule No. 33199-00020 thereof (together, the
"Lease").	
TI I T	`NESSETH:
WII	N E 2 2 E 1 U.
 Pursuant to the Lease, Lessor has 	s agreed to lease to Lessee, and the Lessee has agreed to lease
	Marks/Running Numbers and Serial Numbers set forth on the
Schedule A attached hereto.	
2. The Lease shall be effective as of	the date set forth below and shall be subject to the Lease Term,
as defined in the Lease.	the date set forth below and shall be subject to the Lease Term,
	and the Lessee have caused this Memorandum of Master
	ed by their respective duly authorized signatories as of the date
set forth below.	
Dated as of: November 1, 2004	
,	
Lessor:	Lessee:
FLEET CAPITAL CORPORATION	THE ANDERSONS, INC.
Ву:	By: Creezy Smith
Name:	Name: Gary Smith
Title:	
· · · · · · · · · · · · · · · · · · ·	Title: <u>Vice President, Finance</u> and Treasurer
	•



FILED AND RECORDED	WITH THE SURFACE TRANSPORTATION BOARD On:
	At:
And given l	Recordation No.:
MEMORANDUM OF MASTER EQUIPMENT by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessee"), as such agreement relates to Lea "Lease").	LEASE AGREEMENT dated as of <u>November 1, 2004</u> corporation ("Lessor") and <u>The Andersons, Inc.</u> , an <u>Ohio</u> as Schedule No. <u>33199-00020</u> thereof (together, the
WITNES	SSETH:
 Pursuant to the Lease, Lossor has agreed from the Lessor, 15 Railcars bearing the Reporting Marks Schedule A attached hereto. 	to lease to Leasee, and the Lessee has agreed to lease Running Numbers and Serial Numbers set forth on the
 The Lease shall be effective as of the date as defined in the Lease. 	e set forth below and shall be subject to the Lease Term,
IN WITNESS WHEREOF, the Lessor and the Les Lease Agreement to be signed and scaled by their respect below.	see have caused this Memorandum of Master Equipment tive duly authorized signatories as of the date set forth
Dated as of: November 1, 2004	
Lessor:	Lessee:
FLEET CAPITAL CORPORATION	THE ANDERSONS, INC.
$-\Omega_{\star}$. 1 . Λ .	
By: Gatricia Speech - Disin	Ву:
Name: Patricia Smith-Disu	Name:
Title: Vice President	Title:
::\CREDIT_DOCS\THE ANDERSONS, INC\DOCUMENTATION\\\)199-20 (MISSISSIPPI)\\MEI	MORANDUM OF LBASE 19 DOC

COUNTY OF: Lucas

On December 30, 2004 before me, Cathy L. Redford

SS.

On December 30, 2004 before me, Cathy L. Redford (Notory Name and Title)

personally appeared Gary Smith, Vice President, Finance personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature

D03

O_{i} , \bullet
STATE OF: Khall Island
COUNTY OF: Providence SS.
on 12/30/04 before me, Denuse C Simoson
personally appeared Pattice Snuth - Disce personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to within the instrument and acknowledged to me that he/she/they executed the same
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.
WITNESS my hand and official seal.
Signature: Denie C Singe on
expert 3/25/04 (Notary Seal)



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Momorandum of Master Equipment Lease Agreement

with:

THE ANDERSONS, INC.

60' 100 ton Used Boxcar	GNWR 98000
60' 100 ton Used Boxcar	GNWR 98001
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60' 100 ton Used Boxcar	GNWR 98011
60' 100 ton Used Boxcar	GNWR 98019
60' 100 ton Used Boxcar	GNWR 98020
60' 100 ton Used Boxcar	GNWR 98021

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION	THE ANDERSONS, INC.
By: Satricia Smith-Disu Name: Patricia Smith-Disu Vice President	By:
Title:	Title:

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:	1/4/05	Oleus	
		Robert W. Alvord	